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RECORDATION NO. 84572 Filed & Recorded

MAR 28 1978 -12 25 PM

INTERSTATE COMMERCE COMMISSION

March 24, 1978

Dear Sir:

Pursuant to Section 20c of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Itel Corporation for filing and recordation six copies of the following document:

Amendment Agreement dated as of February 15, 1978, between Itel Corporation, acting through its Rail Division, and First Security Bank of Utah, National Association, as Trustee.

The names and addresses of the parties to the aforementioned instrument are as follows:

(1) Lessee:

Itel Corporation,
Rail Division,
Two Embarcadero Center,
San Francisco, California 94111.

8-087A114

(2) Trustee-Lessor:

First Security Bank of Utah,
National Association,
Deseret Building,
79 South Main Street,
Salt Lake City, Utah 84111.

RECEIVED
MAR 23 11 55 AM '78
CERTIFICATION UNIT

Samy D. Utterback
Carroll

The Amendment Agreement submitted with this letter amends certain provisions of an Equipment Trust Agreement dated as of July 15, 1976, which has been supplemented and amended by a Supplement dated as of November 15, 1976, and an Amendment dated as of November 15, 1976, each being between First Security Bank of Utah, National Association, as Trustee, and SSI Rail Corp. which at such dates was a wholly owned subsidiary of Itel Corporation and which was merged into Itel Corporation as of December 30, 1977. Said Equipment Trust Agreement, Supplement and Amendment were filed with the Interstate Commerce Commission on August 27, 1976, November 30, 1976, and November 30, 1976, respectively, and were assigned recordation numbers 8457, 8457-C and 8457-D, respectively.

Fifty units of railroad equipment, identified as "SJL 8000-8049" and covered by the aforementioned Equipment Trust Agreement, were leased to St. Johnsbury & Lamoille County Railroad pursuant to a Lease Agreement. St. Johnsbury & Lamoille County Railroad has assigned its interest in said Lease Agreement to Vermont Northern Railway Company. The name of Vermont Northern Railway Company is being changed to "Wabash Valley Railroad Company" and, in connection with such change of name, the identifying letters and numbers of the aforementioned 50 units are being changed to "WVRC 8000-8049".

Pursuant to the Amendment Agreement submitted with this letter, the name of Wabash Valley Railroad Company and boxcar numbers WVRC 8000-8049 are being added to the list set forth at Schedule A of the aforementioned Equipment Trust Agreement. All references to St. Johnsbury & Lamoille County Railroad and to its identifying prefix and to Vermont Northern Railway Company shall be deleted from the Equipment Trust Agreement by a further amendment thereto after all 50 boxcars have been repainted to reflect such change of name.

Please file and record the Amendment Agreement submitted with this letter, assigning it recordation number 8457 with the next available suffix, and cross-index said document under the names of the parties thereto and the names of St. Johnsbury & Lamoille County Railroad, Vermont Northern Railway Company and Wabash Valley Railway Company.

The equipment covered by the aforementioned Amendment Agreement consists of the following:

Fifty (50) 70-ton 50'6" Boxcars, AAR Designation XM, bearing Road Numbers WVRG 8000-8049, both inclusive.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the instrument pursuant to 49 CFR 1116.1.

Please stamp all six copies of the enclosed document and the three attached copies of this transmittal letter with your official recording stamp. You will wish to retain two copies of the document and the original of this transmittal letter for your files. It is requested that the remaining copies of the document and the three copies of this transmittal letter be delivered to the bearer of this letter.

Very truly yours,

William R. Giusti

William R. Giusti

Office of the Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.
27N
BY HAND

RECORDATION NO. 8457 Z
Filed & Recorded

MAR 28 1978 -12 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of February 15, 1978, between FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as trustee (hereinafter called the Trustee), and ITEL CORPORATION, a Delaware corporation (hereinafter called ITEL), acting through its Rail Division.

WHEREAS SSI Rail Corp. (hereinafter called SSI) and the Trustee have heretofore entered into an Equipment Trust Agreement (hereinafter called the Original Agreement) dated as of July 15, 1976, which has been supplemented and amended by a Supplement (hereinafter called the Supplement) dated as of November 15, 1976, and an Amendment (hereinafter called the First Amendment) dated as of November 15, 1976, each being between SSI and the Trustee (the Original Agreement, as supplemented and amended by the Supplement and the First Amendment, being hereinafter called the Agreement), pursuant to which certain units of railroad equipment described in Schedule A thereof (hereinafter called the Units) are being leased from the Trustee;

WHEREAS the Original Agreement, the Supplement and the First Amendment were filed and recorded with the

Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 27, 1976, November 30, 1976, and November 30, 1976, respectively, at 1:30 p.m., 3:25 p.m. and 3:25 p.m., respectively, and assigned recordation numbers 8457, 8457-C and 8457-D, respectively;

WHEREAS SSI has been merged into ITEL as of December 30, 1977, and, pursuant to an Amendment Agreement and Assumption dated as of December 15, 1977 (hereinafter called the Assumption Agreement), between ITEL and the Trustee, the Equipment Trust Agreement has been amended and ITEL has assumed the due and punctual performance and observance of all of the terms, covenants and agreements of and the due and punctual payment of all amounts payable under the Equipment Trust Agreement in like manner as if named therein in lieu of SSI;

WHEREAS the Assumption Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on January 3, 1978, at 4:30 p.m., and assigned recordation number 8457-P;

WHEREAS the Units are lettered with the prefixes and road numbers of the railroad companies to which such Units are being subleased by ITEL;

WHEREAS 50 Units, identified as "SJL 8000-8049", were leased to St. Johnsbury & Lamoille County Railroad (hereinafter called St. Johnsbury) pursuant to a Lease Agreement (hereinafter called the Lease) dated as of December 30, 1975, between SSI and St. Johnsbury;

WHEREAS St. Johnsbury assigned all its right, title and interest in and to the Lease to Vermont Northern Railway Company (hereinafter called Vermont Northern) pursuant to an Agreement and Assignment (hereinafter called the Assignment) made as of December 1, 1976, between St. Johnsbury and Vermont Northern;

WHEREAS the name of "Vermont Northern Railway Company", is being changed to "Wabash Valley Railroad Company", and, in connection with such name change, the identifying letters and numbers of such 50 Units are to be changed to "WVRC 8000-8049";

WHEREAS all references to St. Johnsbury & Lamoille County Railroad and to its identifying prefix and to Vermont Northern Railway Company shall be deleted from the Equipment Trust Agreement by a further amendment thereto after the identifying numbers of such 50 Units have been changed as hereinabove provided; and

WHEREAS the parties hereto desire to amend the Equipment Trust Agreement;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Equipment Trust Agreement is hereby amended by adding the following to the list set forth at Schedule A thereof:

| <u>"Lessee</u> | <u>Units of Trust Equipment</u> | <u>Road Numbers</u> | <u>Trust Equipment Description</u> |
|---|-------------------------------------|-------------------------|---|
| Wabash Valley Railroad Company | 50 | WVRC 8000-8049 | 70 ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning, AAR Mechanical Desig- nation XM." |

2. Except as amended hereby, the Equipment Trust Agreement shall remain in full force and effect.

3. ITEL will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective seals, duly attested, to be hereunto affixed as of the day and year first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION,

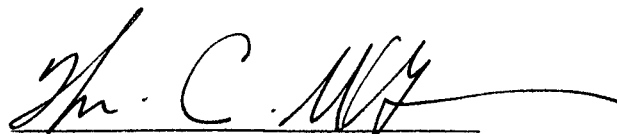
by



Authorized Officer

[Seal]

Attest:



Authorized Officer

ITEL CORPORATION,
Rail Division,

by Edward R. Schneider
Vice President,
Rail Division

[Corporate Seal]

Attest:

David N. Kuh
Assistant Secretary

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this 17 day of March 1978, before me personally appeared DEBRA J. DORFMAN, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Tenna L. Gustafson
Notary Public

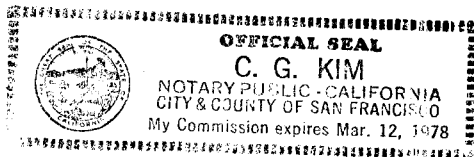
[NOTARIAL SEAL]

My Commission expires:

My Commission Expires November 15, 1981

STATE OF CALIFORNIA,)
) ss.:
COUNTY OF SAN FRANCISCO,)

On this 10th day of March 1978, before me personally appeared EDWARD P. SCHNEIDER, to me personally known, who, being by me duly sworn, says that he is a Vice President, Rail Division, of ITEL CORPORATION, Rail Division, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



C. H. Kim
Notary Public

[NOTARIAL SEAL]

My Commission expires: 3-12-78